

NON-PROFIT BYLAWS OF BRANDON MICHAEL JEANPIERRE CORPORATION

PREAMBLE

The following Bylaws shall be composed in consideration of being governed by and with respect to, though not subject to, the Non-Profit Corporation Act of Delaware and the Articles of Incorporation of Brandon Michael Jeanpierre Corporation. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Delaware, these Bylaws shall be the prevailing controlling law as the constitutionally granted free practice of the religion and faith upon which this entity and all exercise thereof is founded, including, but not limited to actions, documents, social, digital, and political presence.

ARTICLE 1 - NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Brandon Michael Jeanpierre Corporation and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 - PURPOSE

The general purposes for which this Corporation/Organization has been established are as

follows: The Corporation/Organization is established within the meaning of IRS Publication

557 Section

501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to:

Whatever the fuck I, the individual, Brandon Michael Jeanpierre, feel like doing. In adherence to the constitutional foundation of religious freedom and the widely accepted religious tenant of one's body being one's temple, the individual entity, Brandon Michael Jeanpierre, founding member of the organization, Brandon Michael Jeanpierre Corporation, is granted autonomy of mind, body, spirit, emotion, and execution of will regardless of the opinion(s) of any and all other individual(s), entity, or entities, save reasonable (with qualification as reasonable at the discretion of the individual, Brandon Michael Jeanpierre) consideration of consequences potentially affecting any and all other entities either immediately up to the march of six hundred and sixty-six annual suns (666 years) of the very foreseeable future subsequent to the aforementioned execution of will; accompanying this principle of reasonable consideration, the individual, Brandon Michael Jeanpierre shall not be held to account for any such execution of will any sooner than six centuries and sixty-six decades past the birth of a babe (666 years) after said action or event.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Delaware and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall the Corporation/Organization participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

In parallel, as whims of the individual, Brandon Michael Jeanpierre, dictate the proverbial "flights of fancy" aligned with Article 2-I shall redirect the resources of and be permitted to retard the efficiency of the organization's operations provided no inurement to the board of directors is either intended (in good faith) or resultant.

ARTICLE 3 - OFFICES

The principal office of the Corporation/Organization shall be located wheresoever the board deems appropriate to conduct business and fulfill its mission(s). This includes, but is not limited to:

- a) Adverse possession of neglected property (of any zoning ordinance or classification), which shall have its validity recognized at a greatly accelerated rate, for the purpose of providing benefit to its communities as priority, rather than the comfort of individuals who benefit from, and choose pursuit of profit and both direct and passive violence through inaction or denial of the disadvantages suffered within the broader community;
- b) The office of its Registered agent;
- c) A P.O. Box or Virtual Mail service when necessary;
- d) Public spaces that inspire its mission(s);
- e) Wheresoever deemed by the board, both suitable and necessary at a given point in time.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any

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member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes, of the board's choosing and within a timeframe of its choosing, which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Delaware. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Executive Director and Corporation/Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 5 members, but no fewer than one (1) Board members. The number of Board members may be increased beyond 1 members by the affirmative vote of unanimous vote of the then-serving Board of Directors. A Board member need not be a resident of the State of Delaware.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have similar rights and obligations, excluding signatory and voting power, therein substituted by weight of word subordinate to the laws detailed in Article 8, or any action or duty causing discomfort or uneasement physically, mentally, emotionally, or otherwise.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The Governance Committee, if created, shall present nomination for new and renewing Board members last meeting of the final calendar year of the initial term of the founding chairman, individual Brandon Michael Jeanpierre (est. December 31, 2689). Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by founding chair, individual Brandon Michael Jeanpierre. of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

Term of Board

All appointments to the Board shall be for a term of 666 year(s). No person shall serve more than 666 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No person shall serve more than 666 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 0 seconds have passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, however conduct befitting a director remains solely at the discretion of founding chair, individual Brandon Michael Jeanpierre; or
- c) has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year; or
- d) An increase in the authorized number of directors; or
- e) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

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The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 - Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of Corporation/Organization, the secretary of Corporation/Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Delaware is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by founding chair, individual Brandon Michael Jeanpierre, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may not be removed, for any cause, save for the discretion of founding individual Brandon Michael Jeanpierre and without challenge or application of ARTICLE raWrXraWrXD - PROVISIONS.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any 1 regular Board members may call a special meeting of the Board with 0 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the

individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 3 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of 1 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees,

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unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board.

ARTICLE 6 - OFFICERS

Officers and Duties

The Board shall elect officers of the Corporation/Organization as defined in Articles of Incorporation or by Board resolution but in no case less than 1 officer to prepare minutes of the directors' and members' meetings and authenticate the records of the Corporation/Organization. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of the Corporation/Organization, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Chair of the Board (Chief Executive Officer)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee.

The Chair of the Board is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when required by law that the President's signature must be provided.

Vice Chair of the Board

In the absence of the Chair of the Board, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice Chair of the Board to perform all the duties of the Chair of the Board, and in doing so, he/she shall have all authority and powers of and shall be subject to all of the restrictions on the Chair of the Board.

President (Executive Director)

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Board

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of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principal office of the Corporation/Organization, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

ARTICLE 7 - COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) director, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that

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- has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee. Amend or repeal the Articles of Incorporation or Bylaws or adopt new bylaws.
 - d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
 - e) Appoint any other committees of the Board of Directors or their members.
 - f) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
 - g) Approve any self-dealing transaction, except as provided pursuant to Law.
 - h) Unless otherwise authorized by the Board of Directors, no committee shall bind the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Committees of these Bylaws, concerning meetings and actions of the directors with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the Corporation/Organization records. The Board of Directors may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation/Organization whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

ARTICLE 8 - THE COVEN

The Parent Coven

The Parent Coven, officially recognized as the Brandon Michael Jeanpierre Corporation, DBA The Black Flag, shall herein be referred to as "The Black Flag/The Umbral Thread/the Corporation/Organization." Its Board of Directors, referred to as "The Coven/Board/Board of Directors/Heads of Coven," serves as the mystical apex and guiding authority from which all Circles derive their purpose and alignment.

The Parent Coven embodies the eternal flow of interconnected wisdom, akin to threads spun from the mythical Eternal Wheel. Its name is both a symbol of temporal authority and an invocation of ancient energies, reverberating across dimensions and whispered in the winds of sacred spells.

The Umbral Thread

The Parent Coven is shrouded in the enigmatic concept of the Umbral Thread, emphasizing its essence as a shadowy yet protective entity that governs with calculated resilience.

Key Attributes of the Umbral Thread:

1. **Mysterious Gravitas:** Operating from the shadows, the Parent Coven instills an aura of reverence and mystery, wielding influence through subtle yet profound actions.
2. **Umbrella of Protection:** Providing sanctuary and structural coherence for its subsidiaries (Circles) and their members, ensuring their resilience and safe operation.
3. **Abrasive Kindness:** Defining the distinction between genuine, transformative good and superficial positivity, the Parent Coven practices "tough love" to cultivate strength and resilience within its Circles and adherents.

The Parent Fortress

The physical and symbolic stronghold of the Parent Coven is known as The Obsidian Pinnacle, a bastion of awe-inspiring grandeur that serves as the operational headquarters and spiritual heart of The Black Flag.

Key Attributes of The Obsidian Pinnacle:

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1. Icon of Power: A fortress of dark majesty, standing as an unshakable testament to the Parent Coven's authority and purpose.
2. Headquarters Location: Designated as "MKE," it serves as the physical manifestation of the Parent Coven's influence and power, anchoring operations where Brandon Michael Jeanpierre, Chair/Founder, establishes his base.
3. Dramatic Presentation: Designed to inspire reverence and awe, the Obsidian Pinnacle incorporates iconic and theatrical architectural elements, embodying the larger-than-life ethos of The Black Flag.

Circles of the Same Thread

The Circles of the Same Thread represent the dynamic, interconnected subsidiaries, franchises, and satellite entities of The Black Flag. Each Circle serves as a node in the broader network, contributing unique strengths while aligning with the overarching purpose and governance of the Parent Coven.

Key Features of the Circles:

1. Threadbinders: Senior figures known as Threadbinders act as liaisons, ensuring Circles align with their mission and maintain harmony within the network.
2. Shared Rites: Unified rituals, such as the Threading Moon Ceremony, strengthen cohesion across the network.
3. Magical Reciprocity: Resources, energy, and knowledge are exchanged through the Codex of Mutual Mysteries to bolster collective strength.
4. Independent Flair: Circles interpret teachings uniquely, creating localized expressions of shared missions.
5. Occasional Bickering: Conflicts are addressed through structured rituals like the Festival of Unspoken Spells to restore harmony.

Circle-Specific Fortress Names

Each Circle's fortress reflects its unique character and mission while reinforcing its connection to the broader network.

Key Fortress Designations

1. Hearthspire: A cozy and nurturing sanctuary for communal energy and fire-based magics.
2. Stormhold: A tempestuous hub for transformative and bold endeavors.
3. Obsidian Roost: A shadowed sanctuary for confidential harm reduction and dramatic rituals.
4. Everwrought Forge: A fiery, industrious hub for magical crafting and trades.
5. Thorncairn: A heavily fortified stronghold for crises and emergencies.
6. Glimmerstone Hall: A radiant sanctum for light magic and healing.

Heads of Coven

The leaders of Circles, collectively known as the Heads of Coven, hold illustrious titles reflecting their Circle's unique spirit and mission.

Titles and Roles:

- Head of Glimmerstone Hall: Luminar Sovereign
- Head of Stormhold: Tempest Primarch
- Head of Hearthspire: Flamewarden Matron/Patron
- Head of Thorncairn: Thornmarshal

Blood of the Coven (The Shadow Conclave)

The Blood of the Coven, also known as The Shadow Conclave, serves as the advisory body and corporate substructure, composed of Circle leaders offering guidance to the Shadow Sovereign.

Key Features:

- Immutable Principles: Members hold lifetime appointments and align decisions with the Parent

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Coven's mission.

- Governance Role: Advisory supremacy ensures decisions are visionary and pragmatically grounded.
- Autonomy and Equity: Governance principles safeguard autonomy while promoting resilience.

Codex of the Covenant

The Codex of the Covenant serves as the foundational document, weaving together corporate governance, mystical doctrines, and operational frameworks. Immutable and enduring, it embodies the shared mission of the Umbral Thread.

Position Aliases:

The Sovereign Loom (Board of Directors):

- *Shadow Sovereign: Chair*
- *Eclipsarch: Vice Chair*
- *The Black Crown: President*
- *Obsidian Regent: Vice President*
- *Warden of the Vault: Treasurer*
- *Keeper of the Codex: Secretary*

The Shadow Conclave (Blood of the Coven):

- *Keeper of the Ledger: Director of Finance*
- *Voice of the Loom: Director of Marketing*
- *Scholar of Shadows: Director of Research*
- *Keeper of the Web: Director of Operations*

ARTICLE 9 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Corporation/Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans

The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Delaware Attorney General; provided, however, that the Corporation/Organization may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such

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officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 100% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

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- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation/Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Corporation/Organization and one or more of its Directors, or between this Corporation/Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation/Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation/Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said Interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the Interested Director(s)—and the contract is just and reasonable as to the Corporation/Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified.
- d) Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent, the Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Corporation/Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation/Organization for those expenses.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the fullest extent.

ARTICLE 10 - EXECUTION OF CORPORATE INSTRUMENTS

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Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the President.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 11 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Delaware Attorney General and members of the public for inspection no later than 90 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 90 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

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- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000.00 or indemnifications involving more than \$10,000.00 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 12 - FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on December 31.

ARTICLE 13 - AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by unanimous vote of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 14 - CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 15 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws.

Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then

- i) the court will be seen to be in conflict with these Bylaws and in violation of the First(1st) amendment of the Constitution of the United States of America as well as the personhood of any and all corporations in the United States of America and the world, whether or not stated to be recognized as such in any given jurisdiction, as an initial point of contention and these Bylaws shall be considered valid and operative, and
- ii) shall remain so without pause or interference should any further motion, appeal, unrecognized enforcement, whether stated and claimed to be lawful or not be attempted by any entity or entities, either organization(s) or individual(s) private, public, or government, and
- iii) this attempt to conflict with these Bylaws will be regarded as an act of violence against the Corporation/Organization and the global economy on the whole, and
- iv) response to this attack shall be determined by a Convergence (meeting) of the Sacred Loom of the Umbral Thread, the Blood of the Covenant, whatever is the entirety of its staff at any given moment in time, and the community at large whomsoever desires to participate in a public forum of the choosing and at the discretion of The Black Flag, and
- v) effect shall be given to the intent manifested by the portion deemed invalid or inoperative for internal recordkeeping as well and shall be made by the Corporation/Organization accessible to the public within ninety(90) days of the suggestion of the court submitted and attempted as ruling, if not already done by the court, and
- vi) competence of the court, when in conflict with these Bylaws shall be determined solely by the assessment and discretion of the court and its agents by the Shadow Sovereign.

ARTICLE raWrXraWrXD - PROVISIONS

raWrXraWrXD-1a

Additionally, a think tank for the design and application of any endeavor deemed, by the individual Brandon Michael Jeanpierre, to be useful.

raWrXraWrXD-1b

The criteria qualifying what is acceptable will ultimately be at the discretion of the individual Brandon Michael Jeanpierre, hereto and herein designated as the Shadow Sovereign of the Sacred Loom of

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the Umbral Thread of The Black Flag as defined in Article 8 of these Bylaws, but must be peer reviewed by an acceptable brain trust, hereto and herein designated as Blood of the Coven and defined in Article 8 of these Bylaws, with full research of a proposal's argument for qualification; however, it must always be considered that acceptance of any one proposal will therein be solidified as precedent for subsequent endeavors, thus qualifying said result as an acceptable citation for future endeavors as well as accepted religious doctrine. More importantly, proof of factual evidence will always supersede moral prerogative.

raWrXraWrXD-1c

During the mortal lifespan of organization founder, the individual Brandon Michael Jeanpierre, the criteria will be formative and the ultimate qualification will be whatsoever this individual decides.

raWrXraWrXD-1d

The execution of decisions made prior to the peer review process is strictly prohibited as peer review remains a requirement and said individual is required to fulfill obligation(s) to such activities prior to taking any action decided upon.

raWrXraWrXD-1e

Should facts presented during said process contradict the initially inclined decision, said decision must then be adjusted to adhere to fact, regardless of any desire by the individual in question.

raWrXraWrXD-1f

In doing so, all decisions by any member, resource, or partner of the organization will be subject to approval by the founding individual Brandon Michael Jeanpierre for the duration of its mortal lifespan provided adherence to the requirements of articles raWrXraWrXD-1b-e. Articles raWrXraWrXD-1b-e shall not be in effect until August 1, 2027, but may be exercised prior, desired resources permitting.

raWrXraWrXD-1g

Approvals or rejections will be required in writing with video corroboration and at least two(2) additional individuals present to verify the authenticity of the record(s) provided. Any attempt to forge such activities shall be an immediate admission of guilt and liability for financial compensation quantified by the organization (exempt from peer review).

raWrXraWrXD-1h

The validity of this corporation shall be perpetual until the end of time for all eternity.

raWrXraWrXD-1i

In no such fashion by any vote or by order of any jurisdiction shall the founder, Brandon Michael Jeanpierre, be removed from his current seats as Chairperson or President. These positions shall be immutable and perpetual by any interpretation and so shall the voting power of the individual, Brandon Michael Jeanpierre until the end of time of all times, even after the end of the mortal lifespan of the individual, Brandon Michael Jeanpierre. Subsequent to the end of the mortal lifespan of the individual, Brandon Michael Jeanpierre, only the remaining seats on this board may be filled. Neither may any other individual sit in the physical chair that once graced the buttocks of the individual, Brandon Michael Jeanpierre.

raWrXraWrXD-1j

The Vice Chair and Vice President seats may only be filled as follows:

- 1) The position of Vice Chair may only be filled by an individual chosen and appointed by founding chair, individual Brandon Michael Jeanpierre.
- 2) The Vice Chair, in the absence and without the consent of founding chair, individual Brandon Michael Jeanpierre, may not overwrite any of these bylaws, but shall retain the following powers of amendment:
 - a) design and enforcement of cumulative updates to this Covenant Codex with detailed and factual basis and exposition of the decision to do so, and;
 - b) outside of this, the name of the individual standing as Vice Chair is synonymous with that of founding chair, individual Brandon Michael Jeanpierre.
- 3) The position of Vice President may only be filled by an individual chosen and appointed by the Vice Chair. Officiation of such requires:
 - a) the seat be willfully left vacant, and;
 - b) be factually vacant, and;
 - c) to be ratified and acknowledged in writing by the board, and;
 - d) signed by the entire body, and;
 - e) the board will accept this appointment without question or hesitation.
- 4) The Vice President, in the absence and without the consent of founding chair, individual Brandon Michael Jeanpierre, may not overwrite any of these bylaws, but shall retain the following powers of amendment:
 - a) design and enforcement of cumulative updates to this Covenant Codex with detailed and factual basis and exposition of the decision to do so, and;
 - b) have, also, the vote and consent of the Vice Chair, and;
 - c) outside of this, the name of the individual standing as Vice President is synonymous with that of founding chair, individual Brandon Michael Jeanpierre.
- 5) Any vacancies, in the absence of founding chair, individual Brandon Michael Jeanpierre, may be filled by the Vice Chair, if she so chooses, without opposition. Officiation of such requires:
 - a) the seat be willfully left vacant, and;
 - b) be factually vacant, and;

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- c) to be ratified and acknowledged in writing by the board, and;
- d) signed by the entire body, and;
- e) the board will accept this appointment without question or hesitation.
- 6) Should the Vice Chair resign, they must:
 - a) choose and appoint an individual to fill this vacancy prior to doing so, and;
 - b) provide written notice to the board, and;
 - c) have it ratified and acknowledged in writing by the board, and;
 - d) signed by the entire body, and;
 - e) fulfill any remaining duties or obligations, so their successor will not be burdened to do so, and;
 - f) the Vice President in place shall remain so until the individual chooses to resign, if she so chooses, and;
 - g) the board will accept this resignation without question or hesitation.
- 7) Should the Vice President resign, this vacancy shall continue to be filled only by an individual chosen and appointed by the Vice Chair.

raWrXraWrXD-1k

Regardless of any and all modifications to the governing laws of any jurisdiction in any and all nation states, the bylaws of this corporation shall be recognized as valid, legal dictate.

raWrXraWrXD-1l

Prejudice and Discrimination

The organization shall not tolerate any form of prejudice or discrimination against any member, guest, or affiliated party based on race, color, religion, gender, sexual orientation, national origin, age, disability, or socioeconomic status.

raWrXraWrXD-1m

Outreach and Protection

The organization will actively engage in outreach programs and protective measures aimed at those who are marginalized or vulnerable, including but not limited to individuals who are LGBTQ+, Jewish, poor, unhoused, or otherwise considered outside of the status quo.

raWrXraWrXD-1n

Compliance with Applicable Laws

The organization shall adhere to all relevant laws and regulations, provided they do not conflict with the fundamental beliefs and practices of the organization, including the spiritual journey to self-discovery through personal autonomy which may involve the use of substances that are classified as illicit drugs by certain jurisdictions, and do not perpetuate or arise from systemic racism, injustice, or any form of discrimination against any individual or group, including but not limited to those who are LGBTQ+, Jewish, poor, unhoused, or otherwise considered outside of the status quo.

raWrXraWrXD-1o

The church affirms and protects the right to bodily autonomy for all individuals, regardless of gender. Every individual, including all women, has the absolute right to make decisions regarding their own body, without coercion, discrimination, or violence. This includes, but is not limited to, decisions regarding healthcare, reproductive rights, and bodily expression.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

raWrXraWrXD-1p

To further re-enforce and solidify that there shall be no inurement, no positions shall receive monetary compensation and this is purely volunteer basis, but in full compliance with existing inurement regulations of the State of Delaware, the Umbral Thread may subsidize and/or provide any and all material needs, wants, or desires by way of granting full access to all benefits it provides to its communities, whereas if The Black Flag is providing for its communities, in example, donated hard or soft goods, all employees may receive these benefits to call their own, so long as these benefits remain available to the public as well. From said inventory, the employee may freely access and utilize such resources at their leisure, so long as they do not take from the pool so much that none should be available for the broader community. Though the Stewards of Supply (Inventory Control) should already be aware, if a given resource is the last in stock, the employee must verify with the stewards that replacement(s), refill(s) are underway. If the supply in question is intended to be only a single rotation, then the employee must also verify with The Arcane Fulcrum (Community Outreach) that the item(s) have not been reserved for any entity (organization or individual(s)) prior to laying claim to the resource(s).

If any employee desires for themselves any resource(s) not currently considered for community supply, they must confer with Sovereign Loom, Blood of the Coven, and The Arcane Fulcrum by calling forth a Convergence (meeting) to propose their want or need as it must also be made readily available to the community at large upon receipt. This proposal may be written, oral, or pictograph and presented in-person or virtually, but all of the aforementioned parties must be present for approval or denial. None but the Shadow Sovereign may approve or deny a request of this nature without the attendance of the Blood of the Coven and The Arcane Fulcrum, however, the Shadow Sovereign must still confer with at

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minimum three(3) of the Blood of the Coven and The Arcane Fulcrum to validate the ruling's logistic feasibility before initiation and execution and finalizing the expectation to be set before the requester(s).

A response to convey the final ruling and set clear expectations shall be given within seven(7) calendar days of the initial request. This is to include the grant, scheduling, and occurrence of the initial meeting to hear the proposal.

All shall be heard.

In furtherance, this provision shall also be transcribed as a Standard Operating Procedure (SOP).

raWrXraWrXD-1q

Embedded in the governance and structure of all for-profit and non-profit subsidiaries and subsidiaries of subsidiaries (all circles of this thread) is an immutable payment of tithing to the Brandon Michael Jeanpierre Corporation (the Umbral Thread) in the form of 10% of its revenue stream as an account payable for the explicit purpose of furtherance of the non-profit mission(s) of this corporation/organization.

This is embedded and does not require any explicit statement of such within the governance or business model of each circle itself. The account payable, however, shall remain on record within each circle for transparency to shareholders of those for-profit and the general public of those not for-profit.

This shall remain until the end of time of all times, regardless of dissolution of any entity or separation from the Umbral Thread. Should the Umbral Thread dissolve, this account payable is then payable to the Shadow Sovereign as an individual entity, to then reconstitute the Umbral Thread in its perpetuity where so desired by the individual, Brandon Michael Jeanpierre. Denial of incorporation of this organization/corporation in any given jurisdiction is a direct act of violence upon the corporation/organization and this religion as well as the religious freedoms and human rights of those associated with, at any given point in time, the Umbral Thread.

raWrXraWrXD-1r

Any and all directors or employees in any capacity within Brandon Michael Jeanpierre Corporation and its subsidiaries and subsidiaries of subsidiaries are to be legally recognized by their chosen name in any capacity. In reference to governance and operation of this corporation/organization, a chosen title will be accepted as legal alias to those defined in these Bylaws or any other SOP. A chosen given name, surname, or any combination thereof will also be recognized as valid for the purpose of legal identification in any capacity, including but not limited to government issued identification of any jurisdiction. In addition to or instead of a chosen name, this right applies to a chosen gender or genders. Any chosen representation of identity will also be accepted in any and all capacity. This is immutable.

raWrXraWrXD-1s

All rights and powers of autonomy of The Black Flag defined in this Codex of the Coven are immutably and irrevocably by default upon inception inherited by all Circles of the Coven and the entities which they independently produce. These rights need not be explicitly stated in the bylaws of these subsidiary corporations, organizations, or individuals, but as dictate of this entity, all governance defined in this document are to be assumed, understood, and held as legally valid dictate embedded in these entities from the point of inception as idea to, through, and/or after the entirety of the life-cycle(s) of any given node within the Umbral Thread. This includes the immutable seat as chair of the board of directors defined in provision raWrXraWrXD-1i-1i.

The sole point in these Bylaws withheld is the accountability clause of Article 2. This is only inherited by and embedded within Blood of the Coven (to be officially integrated as Blood of the Coven Corporation in a jurisdiction yet to be decided by this Sovereign Loom). This particular entity may and always only be named by this designation, regardless of any legal change of name or filing of Doing Business As (DBA) with any jurisdiction) and the entity to which this Shadow Conclave is bound. From this point of injection and embed, the sharing of this right is solely at the discretion of the Sovereign Loom of Blood of the Coven. Most duly noted of the Shadow Conclave is within the Sovereign Loom of the Umbral Thread of The Black Flag, Blood of the Coven holds no vote or signatory powers in the governance of this entity and serves on this board in an advisory capacity only; however, this dynamic is mirrored in reverse to the board of directors of Blood of the Coven Corporation, whereas the immutable seat of the individual, Brandon Michael Jeanpierre, as chair of the board of directors holds no vote or signatory powers in the governance of Blood of the Coven Corporation.

No entity by any definition of the term on either Blood of the Coven as the advisory and brain trust of the board of directors of Brandon Michael Jeanpierre Corporation or externally or in any other node within the corporation/organization may be removed from their position, but may resign at their leisure with or without notice; however, this resignation is effective in all capacity between Brandon Michael Jeanpierre Corporation and Blood of the Coven Corporation.

No entity by any definition of the term on either Blood of the Coven as the advisory and brain trust of

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the board of directors of Brandon Michael Jeanpierre Corporation or externally or in any other node within the corporation/organization may coerce or attempt to coerce said entity into resignation. Doing so or attempting to do so will yield disciplinary action solely at the discretion of and power to enforce by Blood of the Coven in either Brandon Michael Jeanpierre Corporation or Blood of the Coven Corporation.

The powers of the Shadow Sovereign of the Sovereign Loam of the Umbral Thread of The Black Flag and the Blood of the Coven are immutable and shall be recognized further until the end of time of all times as defined in provision raWrXraWrXD-1i-1k.

The removal of vote and signatory powers of the individual, Brandon Michael Jeanpierre, as the immutable chair of the board of directors of Blood of the Coven Corporation applies solely to that entity. Power of vote and signatory and final decision remains to be at the ultimate discretion of the individual, Brandon Michael Jeanpierre, in this capacity, but is withheld and reserved as tie-breaker by this entity on matters governed within any given subsidiary, or subsidiary of a subsidiary and only upon written, signed, officiated, and recorded request, hand-written in calligraphy on papyrus and delivered as a message in a bottle by hand, in person, while wearing rollerblades and playing an instrument, and singing "Cotton Eye Joe" from the secretary of these boards of directors.

raWrXraWrXD-1t

At no point shall any subsidiary or subsidiary of a subsidiary or any node in the Umbral Thread, when involved in any capacity in matters of legislation or public policy, be permitted to consult with The Black Flag for guidance, referral, or decision. Information may be obtained only through publicly available channels (e.g., newsletters, social media, broadcast media, etc.) and, still, further than having obtained public information, no discussion on matters of public policy may take place should a given node become directly involved with any activity of potential influence of policy in any capacity. Should a circle or an individual within violate this policy, there will be no enforcement as that requires communication. As such, The Black Flag or its employees shall not respond to said communications. Employees at any level who are involved directly or indirectly with the corporation/organization and other circles are expressly forbidden from carrying discussion(s) of public policy between nodes and must form their actions from independent and severed discussion(s). If discussion(s) within the corporation/organization are seen to hold influence inescapable, the employee(s) must then use external reference to challenge the information from within The Black Flag and acquire verifiable, finite data to corroborate before proceeding any further with howsoever they have chosen to proceed. If scientific fact contradicts any information obtained within The Black Flag, then said information shall be disregarded. Failure to do so will be seen as an act of violent sedition.

Brandon Michael Jeanpierre Corporation therein reserves and maintains the authority to choose and execute the penalty consequent. Herein the corporation/organization declares, reserves, and maintains its legal authority of its most severe execution of will. These decisions shall be made on a case by case basis.

raWrXraWrXD-1u

The language of Article 2 shall be understood to be a(n) reasonable clarification of the condensed statement of purpose in the corporation/organization's Certificate of Incorporation, officiated in the state of Delaware, the Seventh(7th) of March, Two-thousand-twenty-three(2023) of the Gregorian Calendar. This language is expanded upon and clarified further in adherence to the religious beliefs of this entity and shall stand without obfuscation in any jurisdiction. Should any attempt to differentiate the explicit language of either document be attempted, the explicit language of these bylaws is the presiding authority of this faith and both shall then be seen to be synonymous. As this religious text has been made freely available to the public, this herein stands as sufficient notice to any and all jurisdictions of this legally binding document and shall remove any inquisition of compliance.

raWrXraWrXD-1v

The Shadow Sovereign shall control and maintain the public release flow of all codices (internal documentation and intellectual property of The Black Flag). Though all codices must eventually be released for transparency and public scrutiny, this church is still a corporation and as is still pervasively common in this world at current in this Year of the Broken Future, two-thousand-twenty-five(2025), of the Gregorian calendar, intellectual theft by lesser entities (organization(s) and individual(s) with access to greater monetary resource frequently and maliciously scavenge the intellectual and creative output of those lesser funded and put to market inferior product(s).

Further than the harm done to the creator and its vision, these imitations are never able to actualize the true vision of their creators, by not having been produced and released by the source branch, causing irreparable harm in depravity, often unbeknownst, to the consumer(s) for which the product(s) are intended. This causes the injection into the repository, self-replicating, splintered, and superfluous corrupt branches in the source code that have been granted elevated privileges of arbitrary execution in critical nodes of CD/CI, preventing receipt of the packet(s) necessary for a functional product, but masquerading as such, thus depriving the customer(s) of ever having received the product(s) they were sold. This is, in essence, a nearly irreparable fraud. Nearly, in terms of course correction being seemingly insurmountable, but repair, restoration, and upgrade to any code is known to be well within the realm of feasibility.

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Herein, as boot diagnostics and root cause analysis has reached ninety-percent (90%) completion, recovery and repair attempts shall begin and billable hours commence 07:05 (24-hour) Mountain Standard Time (MST) on day eight (8) of the first (1st) quarter of fiscal and calendar year two-thousand-twenty-five (2025) of the Gregorian Calendar.

It shall be noted that recovery efforts and initiation of billable hours have been forced to commence prior to one-hundred-percent (100%) completion of diagnostics and analysis (best practice) by the severity of harm done hereto by the flagrant misuse of this system (terra) and its end-users (flora, fauna).

For transparency of legality and compliance with the laws of any and all jurisdictions of governance and/or any and all individual(s) having read this Codex of the Covenant, be reminded again that these laws of corporate governance of the Umbral Thread by the Shadow Sovereign shall stand as valid legal dictate in any and all jurisdictions, regardless of any modification(s) to them in conflict with this document and/or The Black Flag itself prior and subsequent to the birth and death of the Shadow Sovereign of the Sovereign Loom of the Umbral Thread and that this document of corporate governance stands binding as lawful and legal codification of its contents.

These laws stand as well as binding and legally recognized religious doctrine and dogma of this church free of cognicide. This codex shall stand recognized as valid until the end of time of all times.

Cognicide: Defined as the murder of free and critical thought, this term serves as a foundational concept for the organization, representing its mission to combat intellectual stagnation and champion innovation, creativity, and independent thinking.

[SIGNATURE PAGE FOLLOWS]

NON-PROFIT BYLAWS OF BRANDON MICHAEL JEANPIERRE CORPORATION

CERTIFICATE OF THE BOARD OF DIRECTORS

I, Brandon Michael Jeanpierre, certify that I am the current elected and acting Chair of the Board of Directors of the Corporation/Organization, and the above Bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on 1/20/25, and that they have not been amended or modified since the date above.

EXECUTED on this 20th day of January the year 2025 in the County of Salt Lake in the State of Utah.

Brandon Jeanpierre

PRINTED NAME

Brandon Jeanpierre

(Chair)

SIGNATURE

Brandon Jeanpierre

PRINTED NAME

Brandon Jeanpierre

(Vice Chair)

SIGNATURE

Brandon Jeanpierre

PRINTED NAME

Brandon Jeanpierre

(President)

SIGNATURE

Brandon Jeanpierre

PRINTED NAME

Brandon Jeanpierre

(Vice President)

SIGNATURE

Brandon Jeanpierre

PRINTED NAME

Brandon Jeanpierre

(Treasurer)

SIGNATURE

Brandon Jeanpierre

PRINTED NAME

Brandon Jeanpierre

(Secretary)

SIGNATURE